

DRAFT

**PROFFER STATEMENT
GEP/S HYBRID ENERGY PARK**

ZMAP 2009-0005, SPEX 2009-0009 & CMPT 2009-0001

August 20, 2009
Revised November 20, 2009



Green Energy Partners/Stonewall, LLC, applicant, together with **Evergreen Loudoun – One Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcels 38 (42.47 acres) and 38A (.32 acre) (MCPI 193-38-4362 and 193-49-0539), and **John A. Andrews, Trustee**, record owner of Loudoun County Tax Map 61, Parcel 12 (30.89 acres) (MCPI 193-39-3665) and **LTI Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcel 39 (4.88 acres of 59.94 acres)(MCPI 194-48-6020) and Loudoun County Tax Map 61, Parcel 14 (11.96 acres) (MCPI 193-29-6778), collectively the “Subject Property” consisting of a total of approximately 90.5 acres, (the above referenced record owners and applicant shall hereafter be referred to as the “Applicant”), hereby voluntarily proffers, pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (hereinafter referred to as “Zoning Ordinance”), as amended, that in the event the Loudoun County Board of Supervisors approves ZMAP 2009-0005, to change the zoning designation of the Subject Property to Mineral Resource – Heavy Industry (“MR-HI”) and as more particularly shown on the Concept Plan/ZMAP/SPEX/CMPT Plat (identified below), the development of the Subject Property will be in substantial conformity with the following proffered terms and conditions.

I. LAND USE

1. CONCEPT PLAN/ZMAP/SPEX/CMPT PLAT

The development of the Subject Property shall be in substantial conformity with the plans titled “Green Energy Partners/Stonewall Hybrid Energy Park Zoning Map Amendment Application 2009-0005, Special Exception Application 2009-0009 & Commission Permit Application 2009-0001”, consisting of Sheets 1, 2 and 4, dated July, 2009, and revised through _____, 2009, prepared by William H.

Gordon Associates, Inc. ("Concept Plan"), the development of the Subject Property shall be in substantial conformance with the conditions set forth below. The Concept Plan shall control the general development layout of the Subject Property. The Applicant shall have reasonable flexibility in the final design during site plan review to accommodate final engineering. The Applicant shall develop the Subject Property in accordance with the MR-HI Zoning District, as amended, including the following special exception use, if approved, utility generating plant and transmission facility, in addition to the required and permitted uses listed in Section 3-1000 of the Zoning Ordinance.

II. TRANSPORTATION

2. ON-SITE TRAVELWAYS

The Applicant shall construct all on site travelways on the Subject Property in the locations as shown on the Concept Plan, and in accordance with the County of Loudoun's Land Subdivision and Development Ordinance ("LSDO") and Facilities Standards Manual ("FSM"), as may be applicable, to provide on-site access to the Subject Property. Prior to approval of the first site plan for the Subject Property emergency ingress and egress easements will be created and established on all on-site travelways on the Subject Property by the recordation of a deed or deeds of easement approved by the County Attorney, which shall provide that the Applicant shall be responsible for the construction, repair and maintenance of said travelways and that neither the County nor VDOT shall have any such responsibility.

3. ROAD IMPROVEMENTS

GANT LANE RIGHT OF WAY DEDICATION (ROUTE 652)

The Applicant shall dedicate to the County, as public right of way, land on the Subject Property and also along the Subject Property's frontage in amounts sufficient to provide a maximum Gant Lane right-of way width up to 50 feet within the Subject Property and up to a maximum of 25 feet to the proposed centerline of Gant Lane

along the Subject Property's frontage for the ultimate 50-foot road section of Gant Lane.

In addition to the dedication, the Applicant will grant all necessary easements outside of the right-of-way relating to road construction and road maintenance for utilities, drainage and grading. The aforementioned dedications shall be provided upon written request by Loudoun County, but no later than concurrent with the approval of the first site plan for the Subject Property.

Prior to approval of the first site plan, the Applicant shall construct, or bond for construction: the proposed entrance into the Subject Property, as shown on the Concept Plan, and that portion of Gant Lane on the Subject Property to the entrance.

6. CONSTRUCTION TRAFFIC

Prior to site plan approval for the Subject Property, the Applicant shall coordinate with VDOT and Loudoun County to develop a delivery and construction traffic plan for Cochran Mill Road and Gant Lane.

III ENVIRONMENTAL

4. FEDERAL AND STATE PERMITS

Prior to construction of the utility generating plant and transmission facility proposed in SPEX 2009-0005 and CMPT 2009-0001, the Applicant shall obtain all of the required federal and state permits for the utility generating plant and transmission facility, and shall provide the Department of Building and Development with copies of these permits prior to site plan approval.

5. NATURAL GAS AND BIO FUELS

The primary and secondary fuel that will be used in the facilities shall be natural gas. When alternative fuels are available and with reliable supply, bio fuels may be used upon DEQ approval of a revised air permit. Alternative non-fossil fuels, such as bio

gas and other bio fuels, may be permitted to be used upon review and approval by DEQ.

6. BEST MANAGEMENT PRACTICES (BMP's)

Development of the Subject Property shall incorporate low impact design and BMP techniques to filter on-site run-off and protect the water quality of Sycolin Creek. The low impact design and best management practices will include the appropriate site-specific water control techniques recommended in the latest edition of the Virginia Stormwater Management Handbook and the Loudoun County FSM.

7. TREE SAVE AREAS AND REPLANTING AREA

Prior to site plan approval, the Applicant shall coordinate with the County Forester to develop a forest management plan, habitat commitments and replanting program for the Tree Save Areas and Replanting Areas on the Subject Property.

8. RIVERS AND STREAM CORRIDOR RESOURCES MANAGEMENT BUFFER

The Applicant shall preserve and protect existing trees, vegetation, and environmental features within the Rivers and Stream Corridor Resources Management Buffer that are not located within the Tree Save Areas. No land disturbing activity will be permitted in these areas with the exception of disturbance necessary for road construction, bridge installation, stormwater management, drainage improvements, water, sanitary sewer, slope stabilization, wetlands mitigation, landscaping, or other project utilities. The Applicant, its successors and/or assigns will be prohibited from clearing any trees (other than invasive species, dead, dying or diseased trees) in the Resources Management Buffer area, with the exceptions as stated above.

Prior to and during construction, to protect the Resources Management Buffer area, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM. Chain link fencing will not be required in areas employing super silt fencing.

9. WETLANDS MITIGATION

In the event the U.S. Army Corp of Engineers or Virginia Department of Environmental Quality determine, at the time of construction plan approval, that any jurisdictional wetland area are affected by the proposed development which require mitigation, the Applicant shall provide such required mitigation, in order of preference, as follows: 1) onsite, 2) within the Sycolin Run Watershed within the same Planning Policy Area, 3) within the Sycolin Creek Watershed outside the Planning Policy Area, and 4) Loudoun County, subject to approval by the U.S. Army Corp of Engineers and the Virginia Department of Environmental Quality (DEQ). on the Subject Property or within Loudoun County.

10. LIGHTING

The Applicant shall install lighting that is directed downward and inward, full cut off and fully shielded, and in full conformance with Zoning Ordinance and FSM requirements. All exterior luminaries shall be of a "shoebox" design and utilize cut-off optics, where feasible. All luminaries shall be I.E.S. ("Illuminating Engineering Society") Type V lenses that give circular light distribution for a maximum coefficient of utilization.

11. SYCOLIN CREEK

Upon operation of the proposed facilities, the Applicant will coordinate with Keep Loudoun Beautiful to adopt a section of Sycolin Creek from Sycolin Road and extending through the Subject Property for clean up of trash and debris during the annual Keep Loudoun Beautiful River and Stream clean up day.

12. GREEN BUILDING STANDARDS

The Applicant shall make application to the United States Green Building Council pursuant to the Leadership in Energy and Environmental Design ("LEED") protocols for LEED certification of all habitable buildings on the Subject Property requiring

issuance of Certificates of Occupancy ("CO's") and shall exercise all best reasonable efforts to secure such LEED certifications through the design, building, and operation of these habitable buildings.

IV. HISTORIC RESOURCES AND PARK EASEMENT

13. ARCHAEOLOGICAL SITES #44LD1326 AND #44LD1328 AND BARN #053-5278

Prior to and during construction, to protect the above-referenced historic resources, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM. Chain link fencing will not be required in areas employing super silt fencing.

14. PASSIVE PARK USES

Prior to site plan approval, the Applicant shall grant an easement to the County for passive park uses on the north side of and adjacent to Sycolin Creek. The Applicant will coordinate with the County on the location of this easement.

V. FIRE, RESCUE AND EMERGENCY SERVICES

15. ONE-TIME CONTRIBUTION

The Applicant shall make a one-time contribution to the servicing fire and rescue companies in the amount of \$0.10 per square foot of proposed gross building area at the time of zoning permit issuance to be divided equally between the servicing fire and rescue companies. This one-time contribution shall be indexed from a base year of 1988, based upon the Consumer Price Index for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor Statistics and shall be paid at time of zoning permit issuance.

16. EMERGENCY PREPAREDNESS

The Applicant shall be responsible for providing first response to any emergency in relation to the operation of the Facilities. The Applicant shall prepare at its own cost an Emergency Preparedness Plan that Loudoun County must reasonable approve prior to the implementation within one (1) year of initial operation of the Facilities. Prior to issuance of the first occupancy permit, the Applicant shall contact the Department of Fire, Rescue and Emergency Management to discuss emergency operations plan to include evacuation plan.

V. BINDING EFFECT

17. BINDING EFFECT

The undersigned hereby warrants that all of the owners of a legal interest in the Subject Property have signed this Proffer Statement, that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that the undersigned has full authority to bind the Subject Property to these conditions, and that this Proffer Statement is entered into voluntarily.

[SIGNATURE PAGES FOLLOW THIS PAGE]

GREEN ENERGY PARTNERS/STONEWALL,
LLC

BY: _____
NAME: _____
TITLE: _____

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by _____, as _____ of Green Energy Partners/Stonewall, LLC

Notary Public

My Commission Expires: _____

EVERGREEN LOUDOUN – ONE LIMITED
PARTNERSHIP

BY: _____
NAME: _____
TITLE: _____

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by _____, as _____, of Evergreen Loudoun – One Limited Partnership.

Notary Public

My Commission Expires: _____

JOHN A. ANDREWS, TRUSTEE

BY: _____
NAME: JOHN A. ANDREWS, TRUSTEE

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by John A. Andrews, Trustee.

Notary Public

My Commission Expires: _____

LTI LIMITED PARTNERSHIP

BY: _____
NAME: _____
TITLE: _____

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2009, by _____, as _____, of LTI Limited Partnership.

Notary Public

My Commission Expires: _____

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**DRAFT
CONDITIONS OF APPROVAL**

**HYBRID ENERGY PARK
ZMAP 2009-0005, SPEX 2009-0009 AND CMPT 2009-0001**

**August 20, 2009
Revised November 20, 2009**



The following draft conditions of approval are adapted from the approval conditions of the Bear Garden combined cycle energy facility approved Buckingham County, Virginia on January 23, 2008. These conditions have been adapted with consideration of the proposed Hybrid Energy Park and the Revised 1993 Loudoun County Zoning Ordinance and Facilities Standards Manual.

1. The Loudoun County Board of Supervisors, or their designated representative, reserves the right to inspect the Hybrid Energy Park facilities ("Facilities") at any reasonable time (during normal hours of operation) without prior notice to insure the operation of the Facilities meets the requirements of these Conditions of Approval and any applicable permits.
2. The production of electrical power will occur through a combined cycle and natural gas turbine energy facility with solar array that does not involve the use of burning coal or nuclear reaction. The Facilities shall not utilize fuel oil or diesel fuel in the production of energy.
3. The Applicant will be responsible for providing first response to any emergency in relation to the operation of the Facilities. The Applicant shall prepare at its own cost an Emergency Preparedness Plan that the Loudoun County Department of Fire, Rescue and Emergency Services must approve prior to the implementation within one (1) year of initial operation of the Facilities. Prior to site plan approval, the Applicant shall contact the Loudoun County Department of Fire, Rescue and Emergency Services to discuss emergency operations plans to include an evacuation plan. On site employees will be trained as first responders to on site emergency situations.
4. There shall be no abatement of local property taxes in association with the Facilities.
5. The Facilities will require external lighting to allow for safe operations, including, but not limited to elevated catwalks, HRSG, turbine facilities and towers. Exterior lighting will be directed downward and inward to the extent feasible in order to prevent any glare on adjacent properties. In addition, the Facilities will be designed to enable exterior lighting for distinct area(s) of the Facilities to be switched off while not in use.
6. Equipment and structures above the tree height shall be a neutral color, color to match the sky or earthtones.

7. A construction traffic management plan shall be submitted as part of the overall site plan for review and approval through the Loudoun County Office of Transportation Services for approval by Loudoun County or VDOT. The construction traffic management plan will ensure that temporary construction entrance(s) and access road(s) are provided appropriately that "wide load" deliveries are scheduled during off-peak times, and that access routes to and from the site are planned to minimize conflicts.
8. The Facilities may not operate until all necessary approvals from applicable regulatory bodies of the state, federal, and local government have been obtained. The Applicant shall operate in accordance with all permits, laws, rules and regulations of federal, state and local laws. The Applicant shall maintain periodic reports and copies of such approvals and permits on site, and upon request shall provide copies of these reports and permits to the Zoning Administrator.
9. The Facilities shall utilize Best Available Control Technology ("BACT") in accordance with the most current Virginia Department of Environmental Quality permit standards.
10. Prior to any wetlands area impacts, copies all state and federal wetlands permits shall be submitted to Loudoun County Department of Building and Development.
11. At such time, as the Facilities shall not be used for electrical power production, the Applicant or its assignee shall remove all personal property, fixtures, buildings and other structures, and leave the site in a reasonably comparable condition to that which existed prior to construction of the Facilities; provided that the Applicant or its assignee at its option may, except for any underground fuel storage tanks, abandon any below ground utility infrastructure facilities, foundations and paving in place.
12. If violations of any state or federal permits are reported to Loudoun County by the applicable regulatory agency, the Board of Supervisors, and/or the County Administrator, may request the Applicant to provide, at the Applicant's sole expense, the services of an appropriate firm to review the nature of the violation, if any, and the remedy, if any. This firm shall be jointly selected by the Applicant and Loudoun County and will report solely to Loudoun County.
13. When the Facilities are fully operational, a report will be prepared and provided to the Zoning Administrator showing operational factors associated with the Facilities that includes the name(s) and contact information for on site supervisors, and verification of current valid state and federal licenses and permits. Loudoun County will be promptly notified of any changes, normally within five (5) business days.
14. Any complaints or inquiries to the Board of Supervisors, County Administrator, or Zoning Administrator will be responded to promptly. In the event the Applicant is notified of any violation of applicable federal, state, or local laws, regulations, or permit conditions, the Applicant shall notify the Zoning Administrator in writing within two (2) business days of receiving such notice and within a reasonable period of time to fully

inform the Zoning Administrator of the steps being taken to correct and or remediate the violation. Authorized Loudoun County personnel or their authorized agents will be permitted to inspect the Facilities without prior notice to ensure that all physical structures and Facilities operations comply with local regulations.

15. The Applicant shall certify to the Zoning Administrator annually that the Facilities are in compliance with all conditions of this Special Exception.